

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2011 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>12/31/2011</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☒ the final return/report; ☒ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>ATLAS ENERGY, INC. INVESTMENT SAVINGS PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>06/30/2005</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>06/30/2005</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>06/30/2005</u>					
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) <u>CHEVRON NORTHEAST UPSTREAM CORP</u> <u>6001 BOLLINGER CANYON ROAD</u> <u>SAN RAMON, CA 94583</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>90-0604658</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>925-842-6394</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>213110</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>90-0604658</u>	2c Sponsor's telephone number <u>925-842-6394</u>	2d Business code (see instructions) <u>213110</u>	
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2c Sponsor's telephone number <u>925-842-6394</u>					
2d Business code (see instructions) <u>213110</u>					

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	03/30/2013	HARRIET WU
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	03/30/2013	HARRIET WU
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Form 5500 (2011)
v.012611

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") CHEVRON NORTHEAST UPSTREAM CORP 6001 BOLLINGER CANYON ROAD SAN RAMON, CA 94583	3b Administrator's EIN 90-0604658 3c Administrator's telephone number 925-842-6394
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name ATLAS ENERGY, INC.	4b EIN 51-0404430 4c PN 001
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5 Total number of participants at the beginning of the plan year	5	1101
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	0
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	0
d Subtotal. Add lines 6a , 6b , and 6c	6d	0
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	0
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	0
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	0

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:

2E 2F 2G 2J 2K 2T 3D 3H

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- (1) ☒ **R** (Retirement Plan Information)
- (2) ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- (3) ☐ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- (1) ☒ **H** (Financial Information)
- (2) ☐ **I** (Financial Information – Small Plan)
- (3) ☐ **A** (Insurance Information)
- (4) ☒ **C** (Service Provider Information)
- (5) ☒ **D** (DFE/Participating Plan Information)
- (6) ☐ **G** (Financial Transaction Schedules)

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2011
		This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan ATLAS ENERGY, INC. INVESTMENT SAVINGS PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 CHEVRON NORTHEAST UPSTREAM CORP	D Employer Identification Number (EIN) 90-0604658

Part I	Service Provider Information (see instructions)
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You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
BANK OF AMERICA
94-1687665

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation
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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

MERRILL LYNCH, PIERCE, FENNER AND S

13-5674085

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 52 57 59 60 62 63 71 72	RECORDKEEPER	27891	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)
(complete as many entries as needed)

a Name: GRANT THORNTON	b EIN: 36-6055558
c Position: ACCOUNTANT	
d Address: TWO COMMERCE SQUARE SUITE 3100 PHILADELPHIA, PA 19103	e Telephone: 215-561-4200

Explanation: PLAN MERGED INTO CHEVRON EMPLOYEE SAVINGS INVESTMENT PLAN. CHEVRON USES A DIFFERENT ACCOUNTANT.

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection.
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan <u>ATLAS ENERGY, INC. INVESTMENT SAVINGS PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>CHEVRON NORTHEAST UPSTREAM CORP</u>	D Employer Identification Number (EIN) <u>90-0604658</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>MID CAP INDEX TRUST</u>		
b Name of sponsor of entity listed in (a): <u>BANK OF AMERICA N.A.</u>		
c EIN-PN <u>22-6837207-021</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>NTGI QM CT AGG BD INDEX</u>		
b Name of sponsor of entity listed in (a): <u>NORTHERN TRUST GLOBAL INVESTMENT</u>		
c EIN-PN <u>45-6138590-029</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>EQUITY INDEX TRUST</u>		
b Name of sponsor of entity listed in (a): <u>BANK OF AMERICA N.A.</u>		
c EIN-PN <u>22-6575237-014</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
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plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2011
		This Form is Open to Public Inspection

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011		
A Name of plan ATLAS ENERGY, INC. INVESTMENT SAVINGS PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 CHEVRON NORTHEAST UPSTREAM CORP	D Employer Identification Number (EIN) 90-0604658	

Part I	Asset and Liability Statement
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1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	548	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	23180	
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)	57412	
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	3217197	0
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)	576458	0
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	807749	0
(9) Value of interest in common/collective trusts.....	1c(9)	3074838	0
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	26613497	0
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	17210461	0
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	51581340	0

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		0
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	51581340	0
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	1481836	
(B) Participants	2a(1)(B)	3309929	
(C) Others (including rollovers)	2a(1)(C)	158677	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		4950442
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	13271	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		13271
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	3513	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	317473	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		320986
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	40605429	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	40088971	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		516458

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)	-52	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		-52
(6) Net investment gain (loss) from common/collective trusts	2b(6)		148881
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		131980
c Other income.....	2c		12070
d Total income. Add all income amounts in column (b) and enter total.....	2d		6094036

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	4105180	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		4105180
f Corrective distributions (see instructions)	2f		1209
g Certain deemed distributions of participant loans (see instructions).....	2g		55038
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	21168	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		21168
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		4182595

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		1911441
l Transfers of assets:			
(1) To this plan.....	2l(1)		0
(2) From this plan	2l(2)		53492781

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: GRANT THORNTON LLP

(2) EIN: 36-6055558

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....	☒	☐	264
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....	☐	☒	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	☐	☒	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....	☐	☒	
e Was this plan covered by a fidelity bond?.....	☒	☐	1000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	☐	☒	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	☐	☒	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	☐	☒	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	☒	☐	
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....	☐	☒	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....	☒	☐	
l Has the plan failed to provide any benefit when due under the plan?	☐	☒	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....	☒	☐	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	☒	☐	

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?

If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ Yes ☒ No Amount:

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)

ATLAS ENERGY, LP INVESTMENT SAVINGS PLAN

CHEVRON EMPLOYEE SAVINGS INVESTMENT PLAN

5b(2) EIN(s)	5b(3) PN(s)
43-2094232	001
94-0890210	001

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection.
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan <u>ATLAS ENERGY, INC. INVESTMENT SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>CHEVRON NORTHEAST UPSTREAM CORP</u>	D Employer Identification Number (EIN) <u>90-0604658</u>

Part I	Distributions
---------------	----------------------

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>94-1687665</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
----------------	--

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☐ N/A

Part III	Amendments
-----------------	-------------------

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
--	-----------------------------------	-----------------------------------	-------------------------------	-----------------------------

Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. Complete as many entries as needed to report all applicable employers.

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

- 19** If the total number of participants is 1,000 or more, complete items (a) through (c)

a Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

ATLAS ENERGY, INC. INVESTMENT SAVINGS PLAN

December 31, 2011 and 2010

ATLAS ENERGY, INC.
INVESTMENT SAVINGS PLAN

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Report of Independent Certified Public Accountants

Plan Administrator
Atlas Energy, Inc.
Investment Savings Plan

We were engaged to audit the financial statements of Atlas Energy, Inc. Investment Savings Plan (the "Plan") as of December 31, 2011 and 2010, and for the year ended December 31, 2011 and the supplemental schedule: Schedule of Delinquent Participant Contributions as of December 31, 2011. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by Bank of America, N.A. the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's certified plan assets and executes the related transactions. The plan administrator has obtained certifications from the trustee for the years ended December 31, 2011 and 2010, and for the year ended December 31, 2011 that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to express, and we do not express, an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The supplemental schedule is presented for purposes of additional analysis and is not a required part of the financial statements, but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America established by the American Institute of Certified Public Accountants and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Grant Thornton LLP

Cleveland, Ohio
October 12, 2012

Atlas Energy, Inc. Investment Savings Plan

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31, 2011 and 2010

	<u>2011</u>	<u>2010</u>
ASSETS		
Non-interest bearing cash	\$ -	\$ 548
Investments, at fair value	-	50,692,451
Receivables:		
Company contributions	-	23,180
Notes receivable from participants	-	807,749
Other	-	57,412
Total receivables	<u>-</u>	<u>888,341</u>
Total assets	<u>-</u>	<u>51,581,340</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ -</u></u>	<u><u>\$51,581,340</u></u>

The accompanying notes to financial statements are an integral part of this statement.

Atlas Energy, Inc. Investment Savings Plan

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Year Ended December 31, 2011

Contributions:	
Company	\$ 1,481,836
Participants	3,309,929
Rollovers	158,677
	<u>4,950,442</u>
Investment income:	
Net appreciation in fair value of investments	797,266
Interest and dividend income	320,986
Other	12,070
	<u>1,130,322</u>
Interest income on notes receivable from participants	<u>13,271</u>
	6,094,035
Benefits paid to participants	(4,161,427)
Plan expenses	<u>(21,168)</u>
Net increase before transfers	1,911,440
Transfer of plan assets to Chevron Employee Savings Investment Plan	(13,699,594)
Transfer of plan assets to Atlas Energy, L.P. Investment Savings Plan	<u>(39,793,186)</u>
NET DECREASE	(51,581,340)
Net Assets Available for Benefits:	
Beginning of year	<u>51,581,340</u>
End of year	<u><u>\$ -</u></u>

The accompanying notes to financial statements are an integral part of this statement.

ATLAS ENERGY, INC. INVESTMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2011

NOTE 1 – DESCRIPTION OF PLAN

The following brief description of the Atlas Energy, Inc. Investment Savings Plan (the “Plan”) is provided for general information purposes only. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan was formed on July 1, 2005 as a defined contribution plan covering all full-time employees of Atlas Energy, Inc. and its subsidiaries. Employees become eligible to participate in the elective deferral portion of the Plan beginning on the first day of the month following their date of hire. Employees with one year of service (1,000 hours) are eligible to receive matching and discretionary contributions. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

Acquisition of Atlas Energy, Inc.

On February 17, 2011, Atlas Energy, Inc. was acquired by Chevron Corporation. On February 18, 2011, the name of Atlas Energy, Inc. was changed to Arkhan Corporation and then on May 5, 2011 was subsequently changed to Chevron Northeast Upstream Corporation (the “Company”), which is the Plan Sponsor.

On February 8, 2011, and prior to the closing of the Chevron transaction, the Plan sold all of its then current investment in Atlas Energy, Inc. common stock and Atlas Energy, Inc. common stock ceased to be an allowable investment option under the Plan. Aggregate proceeds of approximately \$17,900,000 from the sale were invested in the Plan's qualified investment default alternative option, Moderate GoalManager. Subsequently, participants were permitted to reinvest their share of the proceeds into any other permitted investment option offered under the Plan.

Effective for payrolls paid after February 25, 2011, certain employees who were not part of the Chevron transaction, became employees of Atlas Pipeline Holdings, L.P. (“AHD”) and, subject to eligibility requirements, became participants in the Atlas Energy, L.P. Investment Savings Plan (the “Atlas Energy L.P. Plan”), a newly formed plan sponsored by AHD. On March 3, 2011, \$39,793,186 (inclusive of participant loans of \$648,175) in aggregate account balances related to these participants were transferred out of the Plan and into the Atlas Energy L.P. Plan.

Plan Merger

On December 31, 2011, the Plan merged with and into the Chevron Employee Savings Investment Plan (the “ESIP”), and assets of \$13,699,594 (inclusive of participant loans of \$263,831) were transferred to Vanguard Fiduciary Trust Company, which is the trustee who provides recordkeeping, education and certain investment management services for the ESIP. Active employees who were eligible to participate in the Plan as of December 31, 2011 became 100% vested and commenced participation in the ESIP under the provisions of the ESIP that are generally applicable to all eligible employees. In addition, terminated employees, alternate payees and beneficiaries who transferred their Plan balance to the ESIP as of December 31, 2011 are eligible for the applicable provisions of the ESIP.

ATLAS ENERGY, INC. INVESTMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2011

NOTE 1 – DESCRIPTION OF PLAN – CONTINUED

Contributions

Participants may elect to defer up to 75% of their pretax annual compensation, as defined in the Plan document and are subject to annual limitations under the Internal Revenue Code ("IRC"). Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also make a rollover contribution from other qualified plans or rollover IRAs. Participants direct the investment of their contributions and employer matching contributions into various investment options offered by the Plan.

Each participant is eligible for a matching contribution from the Company equal to 50% of the participant's elective deferrals, up to a maximum elective deferral of 10% of compensation (as defined) as determined on an annual basis, which is invested as directed by the participant. In addition to matching contributions, the Company may make discretionary contributions as determined by the Company's board of directors. The Company did not make any discretionary contributions for the year ended December 31, 2011. Contributions are subject to certain IRC limitations.

Investments

The Plan's investment options included mutual funds, collective trust funds, Atlas Energy, Inc. common stock, and a money market account. As a result of a June 30, 2005 spin-off of Atlas Energy, Inc. (formerly known as Atlas America, Inc.) from Resource America, Inc. ("Resource") (the former parent of Atlas Energy, Inc.), the Plan received 111,500 shares of Resource (84,032 shares held at December 31, 2010). The Plan does not permit participants to direct any portion of their existing account balance or current contributions to Resource common stock. Furthermore, participants who choose to sell their Resource stock are not permitted to sell less than 100% of their holdings. In conjunction with the transfer into the Atlas Energy, L.P. Plan on March 3, 2011, approximately 70,900 Resource shares having approximate fair market value of \$443,800 were transferred out of this Plan and into the Atlas Energy, L.P. Plan. The remaining Resource shares were liquidated prior to the Plan merging into the ESIP.

Participant Accounts

Each participant's account is credited with the participant's contributions, rollover contributions, the Company's matching contributions, an allocation of the Company's discretionary contribution (if any), and actual investment earnings or losses. Company discretionary contributions are allocated based on a participant's compensation as defined in the Plan document. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately vested in their contributions, plus actual earnings thereon. Vesting in the Company's matching and discretionary contribution portions of their accounts is based on years of continuous service. A participant vests at the rate of 20% per year and is 100% vested after five years of credited service. Employer contributions are fully vested upon death of the participant.

ATLAS ENERGY, INC. INVESTMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2011

NOTE 1 – DESCRIPTION OF PLAN – CONTINUED

Forfeitures

Forfeited amounts are available to reduce future employer contributions and to pay Plan expenses. As of December 31, 2011 and 2010, the balance of accumulated forfeitures was \$40,699 and \$54,827, respectively. During the year ended December 31, 2011, \$86,710 was used for Company contributions and \$5,869 was paid for administrative expenses from forfeited non-vested amounts.

Payment of Benefits

Participants generally receive the value of the vested interest in their account as a lump sum distribution upon reaching the normal retirement age of 65. There are additional payment provisions for participants who work beyond normal retirement age or who terminate employment prior to reaching normal retirement age.

Notes Receivable from Participants

The Plan allows participants to borrow any amount up to 50% of their vested account balance, up to a maximum of \$50,000 minus their highest outstanding loan amount during the prior twelve months. Participants may elect a repayment term of up to 60 months with longer terms available when the loan is used for the purchase of a primary residence. The loans are secured by the balance in the participant's account and bear interest at the fixed rate of prime plus 1% at the time the loan is made. Principal and interest is paid ratably through bi-weekly payroll deductions or directly to the Plan. Interest rates on outstanding participant loans ranged from 4.25% to 9.25% at both December 31, 2011 and 2010.

Investment Management Fees and Operating Expenses

Investment management fees and operating expenses charged to the Plan for investments in mutual funds are deducted from income earned on a daily basis and are reflected as a component of net appreciation in fair value of investments.

Administrative Expenses

The Company has the option, but not the obligation, to pay administrative expenses of the Plan. During the year ended December 31, 2011, the Company paid Plan administrative expenses totaling \$35,984. In addition, certain administrative functions were performed by officers or employees of the Company. No such officer or employee receives compensation from the Plan, nor is the Plan charged by the Company for these services. Fees related to administration of a participant's loan are deducted from the participant's applicable account.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The financial statements of the Plan have been prepared in conformity with accounting principles generally accepted in the United States of America ("US GAAP") as applied to defined contribution plans, and in accordance with the terms of the Plan document. A summary of the significant accounting policies applied in the preparation of the accompanying financial statements follows.

ATLAS ENERGY, INC. INVESTMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2011

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Use of Estimates

The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Basis of Accounting

The accompanying financial statements are prepared on the accrual basis of accounting.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 3 for discussion of fair value measurements.

Net appreciation in fair value of investments represents all realized and unrealized gains and losses on investments bought and sold as well as held during the year. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Notes Receivable From Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent notes receivable from participants are recorded as a distribution based upon the terms of the Plan document.

Payment of Benefits

Benefits are recorded when paid.

New Accounting Standards Adopted

In January 2010, the Financial Accounting Standards Board (FASB) amended the fair value measurements and disclosures by adding new disclosure requirements for Level 1 and 2, separate disclosures of purchases, sales, issuances and settlements relating to Level 3 measurements and clarification of existing fair value disclosures. This amendment was effective for periods beginning after December 15, 2009, except for the requirement to provide Level 3 activity of purchase, sales, issuances and settlements on a gross basis, which was effective for fiscal years beginning after December 15, 2010. As of December 31, 2011, all aspects of the amendment have been adopted. See Note 3 – Fair Value Measurements for a description of the three-tiered investment fair value hierarchy.

ATLAS ENERGY, INC. INVESTMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2011

NOTE 3 – FAIR VALUE MEASUREMENTS

FASB Accounting Standards Codification (“ASC”) 820, *Fair Value Measurements and Disclosures*, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described as follows:

Level 1 – Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 – Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability; and
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 – Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset or liability’s fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2011 and 2010.

Money Market accounts: Valued at a net asset value (“NAV”) of \$1.00 per share held by the Plan at year-end.

Mutual funds: Valued at the quoted NAV of shares held by the Plan at year end.

Common stocks: Valued at the closing price reported on the active market on which the individual securities are traded.

Collective Trust Funds: Composed of three non-benefit responsive investment funds. Investments in these collective trust funds are valued at the NAV of the units held by the Plan which are based on the quoted market prices of the underlying securities of the funds. All investments in this category can be redeemed daily, have a daily redemption notice period, and have no unfunded commitments. The investments underlying the collective trust funds primarily include domestic equities and domestic fixed income securities. In the event that a collective trust fund initial valuation is not deemed representative of market value, the trustee or its advisors may make adjustments as approved by the respective trustee board of directors to achieve a price believed to be more reflective of fair value.

ATLAS ENERGY, INC. INVESTMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2011

NOTE 3 – FAIR VALUE MEASUREMENTS – CONTINUED

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following tables set forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2011 and 2010:

Fair Value Measurements at December 31, 2011				
	Level 1	Level 2	Level 3	Total
Money market accounts	\$ -	\$ -	\$ -	\$ -
Collective trust funds – Index funds ^(a)	-	-	-	-
Equity securities:				
Common stocks:				
Atlas Energy, Inc.	-	-	-	-
Resource America, Inc.	-	-	-	-
Total common stocks	-	-	-	-
Mutual funds:				
Growth funds	-	-	-	-
Value funds	-	-	-	-
Blended funds	-	-	-	-
International funds	-	-	-	-
Emerging market funds	-	-	-	-
Domestic real estate funds	-	-	-	-
Fixed income funds	-	-	-	-
Total mutual funds	-	-	-	-
Total equity securities	-	-	-	-
Total investments, at fair value	\$ -	\$ -	\$ -	\$ -

Fair Value Measurements at December 31, 2010				
	Level 1	Level 2	Level 3	Total
Money market accounts	\$ 3,217,196	\$ -	\$ -	\$ 3,217,196
Collective trust funds – Index funds ^(a)	-	3,074,839	-	3,074,839
Equity securities:				
Common stocks:				
Atlas Energy, Inc.	17,210,461	-	-	17,210,461
Resource America, Inc.	576,458	-	-	576,458
Total common stocks	17,786,919	-	-	17,786,919
Mutual funds:				
Growth funds	6,797,056	-	-	6,797,056
Value funds	7,069,720	-	-	7,069,720
Blended funds	3,592,189	-	-	3,592,189
International funds	3,199,370	-	-	3,199,370
Emerging market funds	361,352	-	-	361,352
Domestic real estate funds	149,348	-	-	149,348
Fixed income funds	5,444,462	-	-	5,444,462
Total mutual funds	26,613,497	-	-	26,613,497
Total equity securities	44,400,416	-	-	44,400,416
Total investments, at fair value	\$ 47,617,612	\$ 3,074,839	\$ -	\$ 50,692,451

ATLAS ENERGY, INC. INVESTMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2011

NOTE 3 – FAIR VALUE MEASUREMENTS – CONTINUED

The collective trust funds are all index based funds and include the following:

- a. Merrill Lynch Equity Index Trust II – index fund which includes investments that seek to replicate the total return and composition of the S&P 500 Index.
- b. Merrill Lynch Mid-Cap Index Trust I – index fund which includes investments that seek to replicate the total return and composition of the S&P Mid-Cap 400 Index, which is a market-weighted index, composed of 400 common stocks issued by mid-capitalization companies in a wide range of businesses.
- c. NTGI QM CT Aggregate Bond Index Tier Q– index fund which represents the Northern Trust Global Investment Quantitative Management Collective Daily Aggregate Bond Index Fund, which invests in fixed income securities that seeks to provide investment results that approximate the overall performance of the Barclays Capital Aggregate Bond Index (formally the Lehman Aggregate Bond Index).

NOTE 4 – INVESTMENTS

The fair values of individual investments that represent 5% or more of the Plan's net assets available for benefits at either December 31, 2011 or December 31, 2010 were as follows:

	December 31	
	2011	2010
Merrill Lynch Retirement Reserves Money Fund	\$ –	\$3,217,196
Merrill Lynch Equity Index Trust II	\$ –	\$2,700,920
Mainstay Large Cap Growth Fund A	\$ –	\$4,319,657
Pimco Total Return Fund CI A	\$ –	\$3,562,901
Hartford Capital CI R4	\$ –	\$3,533,612
Eaton Vance Large Cap Value Fund A	\$ –	\$3,036,451
Atlas Energy, Inc. – 391,414	\$ –	\$17,210,461

Net Appreciation in Fair Value of Investments

During the year ended December 31, 2011, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in fair value as follows:

Common Stocks:	
Atlas Energy, Inc.	\$582,963
Resource America, Inc.	(66,557)
	<u>516,406</u>
Mutual funds	131,980
Collective trust funds	148,881
	<u>\$797,267</u>

ATLAS ENERGY, INC. INVESTMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2011

NOTE 5 – INFORMATION CERTIFIED BY TRUSTEE

The Plan Administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Bank of America, N.A., the trustee of the Plan, has certified that the following data included in the accompanying financial statements and supplemental schedule is complete and accurate:

- Investments and notes receivable from participants as shown in the statements of net assets available for benefits as of December 31, 2011 and 2010.
- Investment information as of December 31, 2011 and 2010 included in Note 4.
- Net investment income and interest income on notes receivable from participants, as shown in the statement of changes in net assets available for benefits for the year ended December 31, 2011.

NOTE 6 – PARTY-IN-INTEREST TRANSACTIONS

Certain Plan assets are invested in shares of common stock of Atlas Energy, Inc., the former Plan Sponsor. The Plan held 391,414 shares of Atlas Energy, Inc. common stock at December 31, 2010. During the year ended December 31, 2011, Atlas Energy, Inc. common stock appreciated in value by \$582,963. Also, as a result of the Atlas Energy, Inc.'s spin-off from Resource, the Plan held 84,032 shares of Resource America, Inc. common stock at December 31, 2010. During the year ended December 31, 2011, the Resource America, Inc. common stock depreciated in value by \$66,557.

Certain administrative functions are performed by officers or employees of the Company. No such officer or employee receives compensation from the Plan.

Certain Plan investments are shares or units of mutual funds, collective trust funds and a money market managed by Merrill Lynch, an affiliate of the trustee, and therefore, these transactions qualify as party-in-interest transactions.

NOTE 7 – TAX STATUS

The Internal Revenue Service ("IRS") has issued an opinion letter dated March 31, 2008 stating that the prototype plan used by the Plan was designed in accordance with applicable sections of the IRC. The Plan administrator believes that the Plan is designed and being operated in compliance with the applicable provisions of the IRC. The Plan has been amended since the opinion letter was issued. However, the Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC and that the Plan is qualified and the related trust is tax-exempt.

US GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2011 and 2010, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2008. The Plan is subject to routine audits by the IRS. See Note 11 – Subsequent Events.

ATLAS ENERGY, INC. INVESTMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2011

NOTE 8 – PLAN TERMINATION

The Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become 100% vested in their employer contributions.

NOTE 9 – RISKS AND UNCERTAINTIES

The Plan provides for various investment options in common stock, mutual funds, collective trust funds, and money market funds. The Plan's exposure to credit loss in the event of nonperformance of investments is limited to the carrying value of such investments. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility risk. See Note 4 – Investments. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for benefits and participant account balances. As of December 31, 2011 and 2010, 0% and 33%, respectively, of the Plan's assets were invested in the common stock of Atlas Energy, Inc.

NOTE 10 – SUBSEQUENT EVENTS

The Plan has evaluated subsequent events through October 12, 2012, the date the financial statements were available to be issued.

On June 22, 2012, the IRS notified the Plan Administrator of the proposed audit of the Plan for the year ended December 31, 2010.

Supplemental Schedule

Atlas Energy, Inc. Investment Savings Plan

**SCHEDULE H, LINE 4a – SCHEDULE OF DELINQUENT
PARTICIPANT CONTRIBUTIONS**

EIN: 51-0404430 Plan No.: 001

For the Year Ended December 31, 2011

Participant Contributions Transferred Late to Plan (2)	Total that Constitute Non-exempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
	Contributions Not Corrected ⁽¹⁾	Contributions Corrected Outside of VFCP	Contributions Pending Correction In VFCP	
<u>\$ 67,961</u>	<u>\$ 67,961</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>

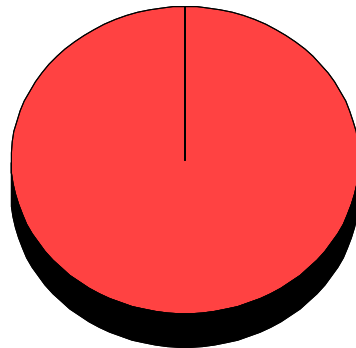
⁽¹⁾ The Plan Sponsor remitted the participant contributions and loan payments during the plan year ended December 31, 2011, however any lost earnings had not been remitted as of December 31, 2011, and thus the delinquent deposits have not been fully corrected.

⁽²⁾ Late participant loan repayments are included.

STATEMENT OF ASSETS
FOR THE PERIOD 01/01/2011 - 12/31/2011

ATLAS ENERGY, INC. INVESTMENT
SAVINGS PLAN
CONSOLIDATION

ALLOCATION OF PLAN ASSETS



■ 0.00% ACCRUED INCOME

■ 100.00% CASH

Investment Category	Shares/ Units	Price/ NAV	Cost/Book Value	Market Value	% Total Value
INVESTMENT TOTAL			0.00	0.00	0.00%
UNINVESTED CASH			0.00	0.00	0.00%
ACCRUED INCOME			299.15	299.15	0.00%
CASH			13,295,336.29	13,295,336.29	100.00%
TOTAL ASSETS			13,295,635.44	13,295,635.44	100.00%

The balance in the cash fund may be temporarily invested in the BIF Money Fund. Additional amounts not reported as cash may also be invested in the BIF Money Fund pending settlement of trades.

Balances include the effect of pending trades